

713000011435

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

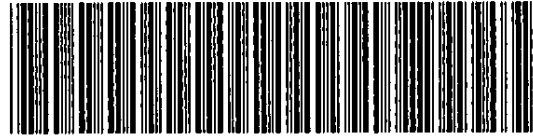
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORRECT *LA* signature
2/5/13 *SI*

13-6744

LEX

INTERNATIONAL LAW FIRM, P.A.

International Place 100 S.E. 2nd St. #2222 Miami, Florida 33131 USA
Tel. (305) 358-9990 Fax: (305) 358-9997 www.Lex-International.com E-mail: Lex@Lex-International.com

January 31, 2013

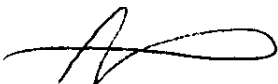
Charter Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

To Whom It May Concern:

Attached please find the cover letter and form to convert Miami Life LLC, a Florida limited liability company, into Miami Life Inc, a Florida profit corporation. Along with the form and cover letter, please find the Articles of Incorporation for the new Miami Life Inc corporation, signed by the Incorporator. Also included is a check in the amount of \$122.50 as payment for the filing fees, certified copy and certificate of status. Please file the paperwork at your earliest convenience.

If there are any other questions or problems with the conversion documents, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,



Tina Nuccitelli

TN@Lex-International.com
(305) 358-9990

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: MIAMI LIFE INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Lucius Smejda

Contact Person

Lex International Law Firm, P.A.

Firm/Company

100 SE 2nd St., #2222

Address

Miami, FL 33131

City, State and Zip Code

lex1usa@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tina Nuccitelli

Name of Contact Person

at (305) 358-9990

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☒ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Charter Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Charter Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

MIAMI LIFE LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a **limited liability company**
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **Florida**
(Enter state, or if a non-U.S. entity, the name of the country)

on **effective on 01/01/2013**
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

MIAMI LIFE INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

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TALLAHASSEE, FLORIDA

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Signed this 22 day of January, 2013.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: A. Frishberg

Printed Name: Alex Frishberg Title: Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Lucius Smejda

Printed Name: Lucius Smejda Title: Manager

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

OF

MIAMI LIFE INC.

FIRST: The corporate name shall be: **MIAMI LIFE INC.**

SECOND: The address of the principal office and the mailing address of the corporation shall be:

Principal office: 150 SE 2nd Ave.
Suite #1002
Miami, Florida 33131

Mailing address : 150 SE 2nd Ave.
Suite #1002
Miami, Florida 33131

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TALLAHASSEE FLORIDA

THIRD: The purpose for which the corporation is organized is: to undertake any and all business activities allowed by law.

FOURTH: The number of shares the corporation is authorized to issue shall be: One Million (1,000,000) shares with a par value of One Dollar (\$1.00) each.

(a) The shares are to be divided into classes, and the designation of each class is:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
Class A, Preferred Stock	800,000
Class B, Common Non-Voting Stock	100,000
Class C, Common Voting Stock	100,000

(b) The Board of Directors shall have full and unfettered authority to establish series and fix and determine the variations in the relative rights and preferences between any series.

FIFTH: This corporation shall have perpetual existence.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: The By-laws and corporate governance documents shall be adopted by director's resolution and provide for the internal operation of the corporation.

SEVENTH: The street address of the registered office of the corporation is: c/o INTERNATIONAL CENTER CORP. 150 SE 2nd Ave., Suite #1002, Miami, Florida 33131, and the name of its registered agent at such address is INTERNATIONAL CENTER CORP.

EIGHTH: The number of directors constituting the Board of Directors and the names of the persons who shall serve as the initial directors until the annual meeting of the shareholders or until their successors are elected and shall qualify are:

Title: P, VP, T, S, Director
ALEX FRISHBERG
150 SE 2nd Ave.
Suite #1002
Miami, Florida 33131


NINETH: The name and address of the incorporator is:

Lucius Smejda
150 SE 2nd Ave.
Suite #1002
Miami, Florida 33131

Acceptance by the registered agent as required in section 607.0501 F.S.: INTERNATIONAL CENTER CORP. which is familiar with and accepts the obligations provided for in the Florida Statutes.

Dated: January 23, 2013

INTERNATIONAL CENTER CORP.

By: 
L. Smejda, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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